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**EXHIBIT A**

November 11, 1995

Dear Fellow Dealers,

After my father's 45 years of total commitment to Chevrolet and General Motors (35 years as a dealer) and my own lifetime involvement in molding and bettering the fruits of his labor, I now find myself, at the pinnacle of my career, to be totally disgusted with the status of the General Motors bureaucracy and many unprincipled policies that seem to govern it.

When afforded some time to reflect on the nature of the challenges ahead of us in the coming years, I have concluded that many of the manufacturer's policies and initiatives are directly interfering in our ability at the franchise level to implement progressive and thoughtful changes that could enhance our mutual success.

During the past several years, I have made extensive efforts to inform a number of people of my concerns. The various parties I have contacted include district sales and service reps, branch managers, regional managers, TADA officials, and dealer council representatives. The lack of recognition of many of the following issues prompts me to invite your participation in voicing any concerns that you may have. The following is a partial list of my concerns:

The "turn-and-earn" vehicle allocation system -- this is singularly the most destructive force affecting the attitude and perspective of the entire dealer body.

Among many insidious side effects are the promotion of a very cannibalistic dealer-to-dealer sales battleground, obscene product concentrations in pockets of "manipulate-the-system-any-way-you-can" opportunists, new vehicle profit degradation in order to feed the product "earn cycle", incredible wastes of dealer advertising dollars to overstate one's marketplace (that can claim no sanctuary in today's world), and the focus of jealousy, suspicion, anger, and resentment by all those involved in a system driven largely by intimidation, favoritism, and manipulation.

The proliferation (and careless release) of our vehicle invoice data (via disc transfers and simple reproductions of privileged cost data) to unintended parties.

No one in America should be privileged to know or possess the invoice data of our new vehicles except the dealer - yes, not even GM employees! This is a legal right afforded us in our franchise agreement, and therefore deserves the respect and obligation of the manufacturer to protect it!

Marketing dollars extracted from dealer invoices and foolishly poured into the media to help promote less-than-desirable products while product designs are, in many cases, following the industry by two to three years. [i.e., all Cadillacs, all Oldsmobiles (save Aurora), now even the Chevrolet Pickup!]

The capital investment required to move all products to the head of the industry should have no compromise. No amount of advertising dollars can save a deficient product in today's world! In the atmosphere of retailing, styling will always prevail!

The daily deluge of DCS communications and the ongoing change in programs that prohibit the pursuit of salesmanship and F&I competency.

The tendency of the manufacturer to constantly invade our pricing, financing, and advertising domain is very alarming!

The cavalier encouragement of divisional cross-selling policies with regard to program cars after January 1 of each year.

This policy condemns the definition of exclusivity in dealership franchising and totally misrepresents the boundaries of the products we represent.

The misguided conclusion that all programs and processes have logical similarities, no matter what size dealership or what type of marketplace.

The corporation consistently fails to recognize and understand distinctions between the needs of dealers and their marketplaces in four categories: metropolitan, suburban, single city, and rural.

The lack of a coherent and responsible paint defect policy.

Most customers expect paint to stay on a new vehicle for ten years. No matter whether it starts flaking off at one year or five years, either the paint or the process itself is defective.

Offering tier-structure return-reserve cash advances on GM parts inventories.

This strategy invites the dominance and adversarial role of large volume dealerships in the parts pricing competition between larger and smaller franchises.

Customer confusion about divisional loaner car policies with regard to warranty issues.

Customers become entrapped in the "overnight use question" to the detriment of CSI.

Inconsistencies in the Customer Assistance Network that, more often than not, aggravate the customer to heightened levels of frustration and anger!

This merry-go-round effect traps the customer and the dealer in a needless loop [in vain attempts to resolve complaints] and creates a consumer "time bomb!"

The Technical Assistance Networks for the divisions have communication links that are problematic, time-consuming, and provide very little effective diagnostic assistance.

More often than not, intense efforts by dealer personnel tend to resolve difficult diagnostic problems internally [at the dealership level] to the exclusion of the T.A.N. Network!

The visual remake of the franchise image.

While continuity and consistency have some marketing substance, the IMAGE 2000 program perhaps applies best to new facilities. Remodeling approaches to existing facilities need much more flexibility in the adaptation concepts and opportunities to allow localized vendors to participate.

Receiving model-by-model measures of effectiveness in a dealer's area of influence to define legal "paragraph-three worthiness" of our future dealer candidates, and indeed, the very existence of many franchises.

In many cases, the allocation process itself has defined limits of efficiency in a marketplace.

The lack of recognition of the used car department as a critical factor in compelling the new car business.

Used car managers desperately need and deserve certified credentials to perform the daily appraisal practices demanded of them. Attempts at new vehicle repricing formulations have no validation without the complimentary respect of used car appraisal certifications.

The continuing partisan gamesmanship of one GM division toward another - the lack of a NAO purpose and vision!

The competition will surely outduel a GM mindset that is always preoccupied with a sense that it competes primarily with itself.

The proliferation of consultant-driven programs and decision processes.

In a grander sense, dealer principals must wonder whether capable corporate leadership can even formulate its own opinions and strategies... or whether the lack of leadership now mandates that GM purchase its wisdom from outside consultants!

Customer survey processes that reflect theoretical conclusions and sterile responses to questions.

These "research analyst" approaches evoke few elements of the human range of emotions in gathering supposedly relevant feedback.

The foolhardy perception of Saturn as both the new industry strategy and the ultimate CSI solution. . the remake of the RETAILER!

The pursuit of Saturn concepts to redefine how retailers should do business is the ultimate insult to a dealer body whose livelihood has depended for decades on satisfying customers.

A shameful misrepresentation of the dealer body through the dealer council process.

Indeed, many problems at the heart of the retail environment can only be articulated by dealership management and personnel!

Not only has the historical significance of this body's outcomes rendered it ineffective, it (the dealer council) actually serves to filter away many ideas predicated on common sense. Dealer participation in this process is almost nonexistent.

As a franchise dealer, I view myself as the primary customer of General Motors, just as my employees perceive themselves as "customers" of my family. I would hope that future policies of General Motors would reflect basic character traits that are sorely missing from many of today's schools, the media, our government, our corporations, and indeed, the society at large.

The virtuous qualities of leadership that need to reshape General Motors now and in the future can only be discovered in a foundation of ethics and principles. I have frankly seen very little of either in my adult career.

I would only hope that in the period of time I remain as a franchise dealer that I might someday regain the pride that my father had in the 50's and 60's!

Respectfully,



Michael Forrest

"Excluded by rules" Candidate for the National Dealer Council  
Forrest Chevrolet Geo Oldsmobile Cadillac - Cleburne, Texas

After an initial congratulatory response from Detroit for demonstrating a willingness to serve on the National Dealer Council, I was notified from the Dallas Zone office that there is a 3-year requirement as a "paragraph three" dealer-operator to qualify as a candidate. Since I had prepared this referendum on some issues, I am pleased to forward it to you as a "thought stimulator" in any conversations you may have with other dealers, factory personnel, and potential candidates for the council. Good luck and good selling!